

**ENTERED**TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

United States Bankruptcy Judge

Signed April 05, 2013

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

FOXHALL INTERNATIONAL, LLC
LONE STAR FOXHALL, LLC,

DEBTORS.

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CASE NO. 12-34046-bjh-11
CASE NO. 12-34048-bjh-11
Jointly Administered
Chapter 11 Cases

**FINDINGS OF FACT AND CONCLUSIONS OF LAW REGARDING
CONFIRMATION OF FOURTH JOINT PLAN OF REORGANIZATION
DATED DECEMBER 26, 2012, AS MODIFIED**

Came on to be considered on the 1st day of April, 2013, the confirmation hearing with regard to the *Fourth Joint Plan of Reorganization Dated December 26, 2012, as Amended* [Docket No. 270 LSF and FI, and 223 Metex]¹, filed by the Debtors: a) Foxhall International, LLC (“**FI**”); b) Lone Star Foxhall, LLC (“**LSF**”); and c) Metex Demolition, LLC (“**Metex**”), (collectively the “**Foxhall Entities**”) on December 26, 2012, as modified by (1) the *First Amended Modifications to Fourth Joint Plan of Reorganization Dated December 26, 2012, as*

¹ All docket references will refer first to LSF and FI, then to Metex.

Amended [Docket No. 427, 287], filed on March 22, 2013; (2) the *Second Modifications to Fourth Joint Plan of Reorganization Dated December 26, 2012, as Amended* [Docket No. 430, 297], filed on March 25, 2013; (3) the *Third Modifications to Fourth Joint Plan of Reorganization Dated December 26, 2012, as Amended* [Docket No. 455, 299], filed on March 29, 2013, which Modifications are approved by separate order of this Court (collectively, the **“Plan Modifications”**) which **Plan Modifications have now been combined into and are now part of** the *Fourth Joint Plan of Reorganization Dated December 26, 2012, as Amended and now Modified* (the **“Fourth Plan, as Modified”**) attached as an exhibit to Confirmation Order and filed separately in each case as Docket Nos. 460 and 303. The following Findings of Fact and Conclusions of Law are entered pursuant to Federal Rules of Bankruptcy Procedure 9052 and 9014 in support of the confirmation of the Fourth Plan, as Modified. Such findings may be characterized as conclusions or conclusions as findings, where appropriate.

FINDINGS OF FACT

1. **Due and Sufficient Notice.** Notice of the Confirmation Hearing was appropriate and complied in all respects with Bankruptcy Rule 2002(b).
2. **Plan Compliance - Bankruptcy Code Section 1129(a)(1).** The Fourth Plan, as Modified complies with the applicable provisions of the Bankruptcy Code and Bankruptcy Rules.
3. **Proponent Compliance - Bankruptcy Code Section 1129(a)(2).** The Foxhall Entities have complied with the applicable provisions of the Bankruptcy Code.
4. **Good Faith - Bankruptcy Code Section 1129(a)(3).** The Fourth Plan, as Modified has been proposed in good faith under Bankruptcy Code Section 1129(a)(3) by the

Foxhall Entities and not by any means forbidden by law and the Foxhall Entities are entitled to the protections of Bankruptcy Code Section 1125(e).

5. **Payments - Bankruptcy Code Section 1129(a)(4).** Payments made or to be made by the Foxhall Entities for services or for costs and expenses in or in connection with the Fourth Plan, as Modified or case have been approved by or are subject to the approval of this Court.

6. **Disclosures - Bankruptcy Code Section 1129(a)(5).** The Foxhall Entities have disclosed identities and affiliations of all persons to act hereinafter as officers or directors of Sunshine State Capital Investments, Inc. (“Sunshine”) and the Foxhall Entities.

7. **No Rate Change Jurisdiction - Bankruptcy Code Section 1129(a)(6).** No governmentally regulated rates are involved in these cases.

8. **Best Interests of Creditors - Bankruptcy Code Section 1129(a)(7).** With respect to the impaired classes of claims or interests, all holders of a claim or interest of such classes have accepted the Fourth Plan, as Modified or will receive or retain under the Fourth Plan, as Modified on account of such claim or interest property of a value, as of the Effective Date of the Plan, that is not less than the amount that such holder would receive or retain if each of the Foxhall Entities were liquidated under Chapter 7 of the Bankruptcy Code on such date.

9. **Acceptance of the Plan - Bankruptcy Code Section 1129(a)(8).** Various classes have voted to accept or reject the Fourth Plan, as Modified as to each of the Foxhall Entities as follows:

a. **Metex:** Classes 3(a), 18(a) and 20(a)² are impaired and have voted to accept the Fourth Plan, as Modified.

b. **FI:** Classes 4(a), 5(a), 8(a), 9, 11(a), 18(b) and 20 (b)³ are impaired and have voted to accept the Fourth Plan, as Modified.

c. **LSF:** Classes 3(c), 4(b), 5(b), 6, 8(b), 10, 11(b), 12, 18(c) and 20(c)⁴ are impaired and have voted to accept the Fourth Plan, as Modified.

10. **Priority Claims - Bankruptcy Code Section 1129(a)(9).** Claims entitled to priority under Bankruptcy Code Section 507(a)(1)-(7) will be paid in accordance with the Bankruptcy Code or as per the agreed to provisions of the Fourth Plan, as Modified.

11. **Class Acceptance - Bankruptcy Code Section 1129(a)(10).** At least one class of claims that is impaired under the Fourth Plan, as Modified has accepted the Fourth Plan, as Modified as to each of the Foxhall Entities, determined without including any acceptance of the Fourth Plan, as Modified by any insider.

12. **Feasibility - Bankruptcy Code Section 1129(a)(11).** The Fourth Plan, as Modified is feasible and confirmation of the Fourth Plan, as Modified is not likely to be followed by the liquidation, or need for further financial reorganization by any of the Foxhall Entities which remain.

13. **Fees - Bankruptcy Code Section 1129(a)(12).** All fees payable under 28 U.S.C. § 1930 have been paid or the Fourth Plan, as Modified provided for the payment of such fees on the Effective Date.

² After taking into account any votes changed on account of the approval of the Plan Modifications.

³ After taking into account any votes changed on account of the approval of the Plan Modifications.

⁴ After taking into account any votes changed on account of the approval of the Plan Modifications.

14. **Retiree Benefits - Bankruptcy Code Section 1129(a)(13).** There are no retiree benefits involved in these cases.

15. **Non Applicability - Bankruptcy Code Section 1129(a)(14), (15).** Neither Bankruptcy Code Section 1129(a)(14) nor (15) are applicable to the Foxhall Entities.

16. **Transfer of Property - Bankruptcy Code Section 1129(a)(16).** Any transfers required under the Fourth Plan, as Modified, including to the Foxhall Creditors Trust, meet the requirements of Section 1129(a)(16).

17. **Assumption or Rejection of Executory Contracts and Unexpired Leases.** The Foxhall Entities has shown that the assumption or rejection of executory contracts and unexpired leases set forth in the Fourth Plan, as Modified were made in accordance with the sound exercise of the Foxhall Entities' business judgment. The Ace Contract's requirement that the Confirmation Order be entered for it to be extended a period longer than month to month is now satisfied and such contract is extended as provided in the Final Plan.

18. **Issuance of Preferred and Common Stock in Sunshine.** Sunshine is found to meet the requirements of being a successor to the Foxhall Entities such that the issuance of Preferred and Common Stock in Sunshine, as provided for in the Fourth Plan, as Modified and including those issued to the Foxhall Creditors Trust, are issued on account of allowed claims (whether singular or collectively), and such satisfies the criteria of 11 U.S.C. 1145 (a).

CONCLUSIONS OF LAW

1. The Court has jurisdiction over this matter as a core proceeding pursuant to 28 U.S.C. § 157 (b)(2)(A)-(L), and (O).

2. The Fourth Plan, as Modified complies with all of the applicable provisions of Title 11 of the United States Bankruptcy Code.

3. The Foxhall Entities have complied with the applicable provisions of the Bankruptcy Code in proposing the Fourth Plan, as Modified.

4. These findings and conclusions supplement those made by the Court on the record at the conclusion of the confirmation hearing.

END OF ORDER

**FOURTH PLAN, AS MODIFIED FILED AS
DOCKET NO. 460 (LSF and FI) and 303 (Metex)**

SUBMITTED BY:

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